

**TRAILER TRAIN  
COMPANY**

101 NORTH WACKER DRIVE · CHICAGO, ILLINOIS 60  
(312) 853-1

DIRECT LINE: (312) 984-

THOMAS D. MARION  
TREASURER

9-348A014

December 13, 1989

VIA FEDERAL EXPRESS

Honorable Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
12th & Constitutional Avenue, N.W.  
Room 2303  
Washington, D.C. 20423

RECORDATION NO 7431-G  
DEC 14 1989 - 11 40 AM  
INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Certificate of Satisfaction and Discharge, a secondary document, relating to the Equipment Trust Agreement dated as of March 1, 1974.

Parties to this transaction are as follows:

Trailer Train Company (Company)  
101 North Wacker Drive  
Chicago, IL 60606

Manufacturers Hanover Trust Company (Trustee)  
450 West 33rd Street  
New York, NY 10001

The general description of the equipment is as contained in the Equipment Trust Agreement dated March 1, 1974, as amended.

Enclosed is our check in the amount of \$15.00 to cover filing fees.

Prior recordations pertaining to this Certificate of Satisfaction and Discharge being recorded are as follows:

Honorable Noretta R. McGee  
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- (1) Equipment Trust Agreement dated March 1, 1974,  
recorded on March 18, 1974, at 2:50 p.m., recordation  
number 7431.
- (2) Supplemental Agreement XX dated January 26, 1975, recorded  
on March 6, 1975, at 12:30 p.m., recordation number 7431-A.
- (3) Supplemental Agreement XXVII dated December 1, 1977,  
recorded on December 9, 1977, at 9:55 a.m., recordation  
number 7431-B.
- (4) Statement of New Numbers dated October 25, 1977, recorded  
on February 14, 1978, at 9:30 a.m., recordation number  
7431-C.
- (5) Supplemental Agreement XXXII, dated December 1, 1979,  
recorded December 6, 1979, at 2:10 p.m., recordation  
number 7431-E.
- (6) Supplemental Agreement XXXV dated March 15, 1985, recorded  
June 25, 1985, at 10:25 a.m., recordation number 7431-F.

A short summary of this Certificate of Satisfaction and Discharge  
to appear in the Index is as follows:

"Secondary document titled "Certificate of Satisfaction  
and Discharge" fully discharging previous liens associated  
with the Equipment Trust Agreement dated as of March 1,  
1974, including all Supplements and Amendments thereto"

Once the filing has been made, please retain one copy and return  
the remaining stamped counterparts and transmittal letter copy to  
me via certified mail.

Sincerely yours,



TDM/bar  
Enclosures

P.S. Ms. Mildred Lee - Please call John Rainsford at  
312-984-3822 as soon as this agreement is recorded  
advising him of the recordation number, date and time.  
Thank you very much.

CERTIFICATE OF SATISFACTION AND DISCHARGE  
UNDER EQUIPMENT TRUST AGREEMENT

RECORDATION NO 2431-6 FILED 1425

DEC 14 1989 -11 40 AM

INTERSTATE COMMERCE COMMISSION

WHEREAS, Manufacturers Hanover Trust Company, a New York Corporation (the "Trustee") and Trailer Train Company, a Delaware Corporation (the "Company") entered into an Equipment Trust Agreement dated as of March 1, 1974 (the "Agreement") for the financing of certain railroad flatcars (the "Equipment") and

WHEREAS, the Equipment resulting under the Agreement was comprised of the units identified by number in Schedule A attached hereto and

WHEREAS, the Company has satisfied all of its obligations under the Agreement including without limitation the payment in full of the indebtedness secured by the Equipment under the Agreement and

WHEREAS, the Company has requested that the Trustee execute and deliver a Certificate of Satisfaction and Discharge under the Agreement

NOW, THEREFORE, Manufacturers Hanover Trust Company does hereby certify that the Company has satisfied all of its obligations under the Agreement including without limitation the payment in full of the indebtedness secured by the Equipment under the Agreement and that, accordingly, the lien of Manufacturers Hanover Trust Company, acquired under the Agreement, has been completely discharged.


MANUFACTURERS HANOVER TRUST COMP

By:   
Assistant Vice President

Attest:   
Assistant Secretary

STATE OF NEW YORK)  
COUNTY OF NEW YORK)SS:

On this 1 day of ~~December~~, 1989, before me personally appeared  
W. B. DODGE, to me personally known, who, being  
by me duly sworn, says that he is an Assistant Vice-President of  
Manufacturers Hanover Trust Company, that the seal affixed to the  
foregoing instrument is the corporate seal of said corporation, that  
said instrument was signed and sealed on behalf of said corporation  
by authority of its Board of Directors and they acknowledged that the  
execution of the foregoing instrument was the free act and deed of  
said corporation.

  
Notary Public

(NOTARIAL SEAL)

CAROLYN P. BAXTER  
Notary Public, State of New York  
No. 41-4920070  
Qualified in Queens County  
Certificate filed in New York County  
Commission Expires February 16, 1990

SCHEDULE A  
EQUIPMENT LIST  
EQUIPMENT TRUST SERIES 33  
DATED 3/1/74

LOW NUMBER	HIGH NUMBER	#CARS
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81033	81048	16
81079	81149	71
81152	81160	9
81163	81164	2
81168	81177	10
81185	81259	75
159456	159768	313
159919	159954	36
254284	254341	58
802703	802938	236
941648	941783	136
964961	965090	130
965291	965304	14
971938	971939	2
973126	973225	100
974425	974549	125
	TOTAL	1333